

North American Car Corporation, a Delaware corporation (the "Company") does hereby pledge, mortgage, and grant a security interest unto The First National Bank of Chicago, Continental Illinois National Bank and Trust Company of Chicago, Crocker National Bank, Chase Manhattan Bank, N. A. Bank of America National Trust and Savings Association, National Bank of North America, and Wells Fargo Bank, N. A. (the "Banks") in and to the railroad cars described in the Schedule attached hereto.

The Company hereby assigns to the Banks all its right, title, and interest in, to and under the following Leases, pursuant to and subject to the terms and conditions of the Assignment of Leases referred to above:

<u>Date of Lease</u>	<u>Lessee</u>	<u>Equipment Leased</u>	<u>Term of Lease</u>	<u>Monthly Rent</u>
--------------------------	---------------	-----------------------------	--------------------------	-------------------------

SEE SCHEDULE A ATTACHED HERETO

The Company hereby certifies that it has complied with all the terms and conditions of said Assignment of Leases, and that all representations and warranties contained in said Assignment are true and correct as of the date hereof.

This Supplemental Mortgage and Assignment of Leases is issued pursuant to and is governed by the terms and provisions of that certain Equipment Mortgage and Assignment of Leases dated December 18, 1974 among the Company and the Banks and filed under Section 20(c) of the Interstate Commerce Act on December 24, 1974, at 12:15 P.M., as Document Number 7750.

(CORPORATE SEAL)

NORTH AMERICAN CAR CORPORATION

ATTEST:

Frank Schmitz

By

Title

W. J. Lynch
Vice President

State of Illinois) SS
County of Cook)

On this 16th day of September 1975, before me personally appeared M. G. Lynch, to me personally known, who being by me duly sworn says that he is the Vice President of North American Car Corporation, that the seal affixed to the foregoing instrument is the corporate seal of said corporation that said instrument was signed and sealed on behalf of said Corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.

(SEAL)

Levy Citlano
Notary Public

RECORDATION NO. 7750-1

SEP 17 1975 - 12 20 PM

INTERSTATE COMMERCE COMMISSION

Owned by North American Car Corporation

<u>Date of Lease</u>	<u>Lessee</u>	<u>Equipment Leased</u>	<u>Term</u>
4/74	A. E. Staley	8606	15 yrs.
11/74	A. E. Staley	10861 10864 - 10865	15 yrs.
10/74	Canadian Superior	13886 - 13887 13389	10 yrs.
1/75	Canamex	13891	5 yrs.
10/74	Canadian Superior	13915	10 yrs.
12/73	Northern Propane	35126 - 35127	12 yrs.
6/74	Engelhard Minerals	46128 - 46129	5 yrs.
8/74	Olin Chemicals	46825 - 46833	12 yrs.
12/74	Holmquist Elevator	46889 - 46900	7-1/2 yrs.
7/73	A. E. Staley	54661, 54668	15 yrs.
11/74	Shell Oil	57100 - 57102	10 yrs.
10/74	Rohm and Haas	57103 - 57104	5 yrs.
10/74	Tennessee Eastman	57240, 57244, 57248 - 57250 57252 - 57253	12 yrs.
11/74	Shell Oil	57296 - 57299	10 yrs.
	Not Leased	58019	
2/74	Borden	58116	12 yrs.
7/74	Flex-O-Glass	58121	5 yrs.
2/75	Georgia Pacific	58122	12 yrs.
6/74	Exxon	58178	12 yrs.
1/75	Union Carbide, Ltd.	58248	10 yrs.
	Not Leased	58363 - 58367	
10/74	Witco Chemical	58436 - 58437	12 yrs.
10/74	American Cyanamid	58438 - 58442	10 yrs.

Owned by North American Car Corporation

<u>Date of Lease</u>	<u>Lessee</u>	<u>Equipment Leased</u>	<u>Term</u>
3/74	Air Products and Chemicals	71473	12 yrs.
1/74	Air Products and Chemicals	71480	5 yrs.
12/73	Cross Transportation	71530 71533 - 71542	10 yrs.
	Not Leased	71943 - 71947	
2/74	Scott Paper Company	71948	5 yrs.
	Not Leased	71949	
2/74	Scott Paper Company	71950	5 yrs.
	Not Leased	71951 - 71961	
12/73	Liquid Feed	71962 - 71963	5 yrs.
12/73	Industrial Molasses	71964 - 71965	12 yrs.
12/73	Packerland	71966 - 71967	5 yrs.
5/74	Rohm and Haas	72113 - 72115	12 yrs.
8/74	Upjohn	72119	12 yrs.
8/74	Cargill	73266, 73278 73280	12 yrs.
9/74	A. E. Staley	73327	15 yrs.
10/74	I.T.T. Rayonier	73345 - 73347	5 yrs.
10/74	Westvaco	73348	12 yrs.
1/75	Monsanto Canada	73354 - 73355	5 yrs.
9/74	Mitsui and Company	73451	5 yrs.
	Not Leased	73452	
12/74	Hooker Chemical	75388 - 75390 75396 - 75397 75406 - 75408 75411 - 75412	10 yrs.
11/74	Rohm and Haas	75465 75479 - 75480	10 yrs.
12/74	Agrico	75491 - 75496	12 yrs.
2/74	Tucson Gas	76421	12 yrs.

Owned by North American Car Corporation

<u>Date of Lease</u>	<u>Lessee</u>	<u>Equipment Leased</u>	<u>Term</u>
10/74	Great Lakes Carbon	76470 - 76471 76482 - 76483	5 yrs.
12/74	Exxon	76515, 76521 76523	5 yrs.
6/74	Twin City Barge	78313	5 yrs.
6/74	Corning Glass	90405 - 90409	5 yrs.
8/70	U. S. Steel	92920 - 92923	5 yrs.
	Not Leased	93084	
9/74	Georgia Pacific	525066, 525080	7-1/2 yrs.